Hearing Date and Time: November 20, 2019 at 10:00 am

THE SARACHEK LAW FIRM

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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re:	Chapter 11
SEARS HOLDING CORPORATION, et al. ¹ ,	Case No. 18-23538 (RDD)
Debtors.	(Jointly Administered)

RESPONSE OF MIEN CO. LTD., A&A (HK) INDUSTRIAL LIMITED, ESJAY INTERNATIONAL PRIVATE LIMITED, SHANGHAI FOCHIER INTERNATIONAL TRADE CO., AND VOGUE TEX (PVT) LTD. IN OPPOSITION TO THE DEBTORS' TENTH OMNIBUS OBJECTION TO PROOFS OF CLAIM

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¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (10188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

TO: THE HONORABLE ROBERT D. DRAIN UNITED STATES BANKRUPTCY JUDGE

Mien Co. Ltd., A&A (HK) Industrial Limited, Esjay International Private

Limited, Shanghai Fochier and Vogue Tex (Pvt) Ltd. (the "Responding Parties"), by and through
their undersigned counsel, The Sarachek Law Firm, hereby respond (the "Response") in
opposition to the *Debtors' Tenth Omnibus Objection to Proofs of Claim (To Reclassify Certain*Claims) [Dkt. No. 5237] (the "Objection"). In support of their Response, the Responding Parties
state as follows:

SUMMARY OF ARGUMENT

At the inception of these cases, October 15, 2018, the Debtors maintained that it was "critical" to have vendor support in order to run their operations, conduct a sale of their assets, and confirm a plan of reorganization. Now that the assets have been sold and the professionals have been paid, the Debtors have changed their position. They are seeking to wipe out vendors, particularly foreign vendors, by reinterpreting the definition of "receipt" of goods. The critical issue for this Court to decide is whether receipt requires goods to be in the Debtors' hands. From the outset of this case, the Responding Parties relied on the precedent established by the Third Circuit in *Haining Wansheng Soa Co., Ltd v. World Imports Ltd., (In re World Imports)*, 862 F.3d 338 (3d Cir. 2017) ("World Imports") which requires goods to be in the Debtors' possession. If there had been any doubt about the precedent set by World Imports, the Debtors' cases might have converted from Chapter 11 to Chapter 7 back in October 2018. For this reason alone, this Court should overrule the Objection.

DISCUSSION

The Responding Parties Claims

- 1. Mien Co., Ltd. ("Mien") is a foreign manufacturer of handbags, backpacks and accessories based in Hong Kong and delivered and sold these goods to Sears and Kmart Corporation. On April 10, 2019, Mien properly filed claim number 17114 against Debtor Kmart Corporation in the amount of \$2,082,245.90 of which there is a 503(b)(9) administrative priority claim in the amount of \$1,568,020.48. On April 10, 2019, Mien properly filed claim number 18399 against Sears, Roebuck and Co. in the amount of \$2,154,413.64 of which there is a 503(b)(9) administrative priority claim in the amount of \$1,397,577.88.
- 2. A&A (HK) Industrial Limited ("A&A") is foreign manufacturer of women's garments based in Hong Kong, China and delivered and sold these goods to Sears and Kmart Corporation. On March 28, 2019, A&A properly filed claim number 12277 against Debtor Kmart Corporation in the amount of \$651,013.37 of which there is a 503(b)(9) administrative priority claim in the amount of \$258,263.40. On March 28, 2019, A&A properly filed claim number 12330 against Sears, Roebuck and Co. in the amount of \$482,913.80 of which there is a 503(b)(9) administrative priority claim in the amount of \$284,571.90.
- 3. Esjay International Private Limited ("Esjay") is a foreign manufacturer of women's garments based in Mumbai, India and delivered and sold these goods to Sears and Kmart Corporation. On October 23, 2018, Esjay properly filed claim number 2196 as a 503(b)(9) administrative priority claim against Debtor Kmart Corporation in the amount of \$71,171.85. On October 23, 2018, Esjay properly filed claim number 1411 as a 503(b)(9) administrative priority claim against Sears, Roebuck and Co. in the amount of \$168,535.56.
 - 4. Shanghai Fochier International Trade Co. ("Shanghai Fochier") is a

foreign manufacturer of luggage and related items based in Shanghai, China who delivered and sold these goods to Sears. On April 10, 2019, Shanghai Fochier properly filed claim number 17158 against Debtor Sears, Roebuck and Co. in the amount of \$457,906.43 of which there is a 503(b)(9) administrative priority claim in the amount of \$327,870.18.

- 5. Vogue Tex (Pvt) Ltd ("Vogue Tex") is a foreign manufacturer of girl's garments based in Sri Lanka and who delivered and sold these goods to Sears. On October 18, 2018, Vogue Tex properly filed claim number 325 as a 503(b)(9) administrative priority claim against Debtor Sears Holdings Management Corporation in the amount of \$80,055.36. On October 18, 2018, Vogue Tex properly filed claim number 394 as a 503(b)(9) administrative priority claim against Sears Holdings Management Corporation in the amount of \$61,615.62. On October 18, 2018, Vogue Tex properly filed claim number 236 as a 503(b)(9) administrative priority claim against Debtor Sears, Roebuck and Co. in the amount of \$53,584.48. On April 9, 2019, Vogue Tex properly filed claim number 15553 as a 503(b)(9) administrative priority claim against Sears Holdings Management Corporation in the amount of \$173,158.40.
- 6. All of the items shipped by the aforementioned claimants with respect to Section 503(b)(9) were received by Sears and/or Kmart Corporation between September 25, 2018 and October 15, 2018.
- 7. The Debtors only objection to the claims is that under Section 503(b)(9) of the Bankruptcy Code, the goods should be considered received as of the shipping date. As discussed in detail below, this interpretation of Section 503(b)(9) of the Bankruptcy Code is erroneous. The Debtors have provided no evidence to show that their calculations are correct.

 World Imports
 - 8. Section 503(b)(9) of the Bankruptcy Code states as follows:

- "(b) After notice and a hearing, there shall be allowed administrative expenses, ... including (9) the value of any goods received by the debtors within 20 days before the date of commencement of a case under this title in which the goods have been sold in the ordinary course of such debtor's business."
- 9. The Bankruptcy Code does not define the meaning of "received." As a result, courts are left to determine what "received" means in the context of section 503(b)(9) of the Bankruptcy Code. This exact question was decided by the Third Circuit Court of Appeals in *World Imports*. The Third Circuit ruled that "received" requires physical possession of the goods, not when the goods were delivered freight on board to a common carrier. *World Imports*, 862 F.3d at 346.
- The Court concluded "[t]he legal and dictionary definitions comport with the definition found in the UCC. *World Imports*, 862 F.3d at 342. Moreover, "we infer that Congress meant to adopt this 'well-known' meaning of the term." *Id.* As this Court previously noted, courts commonly look to the UCC to define terms that are undefined in the Bankruptcy Code. *See, In the Matter of The Great Atlantic & Pacific Tea Company, Inc.*, Case No. 10-24549-rdd, Dkt. No. 4017, at 4-5 (Bankr. S.D.N.Y. Oct. 25, 2012)
- 11. The World Imports Court stated that Section 503(b)(9) of the Bankruptcy Code is explicitly linked to Section 546(c) of the Bankruptcy Code as the former is an exemption from the latter's requirements. *Id.* at 543. "Because § 503(b)(9) provides 'an alternative remedy to reclamation,' *In re Momenta, Inc.* 455 B.R. 353, 357 (Bankr. D.N.H. 2011), it should be read and interpreted consistent with § 546(c)." *Id.*
- 12. The World Imports Court engaged in a thorough analysis of the definition of "receipt" as used in Section 546(c) of the Bankruptcy Code. The Court relied in part on *In re*

Marin Motor Oil, Inc. 740 F.2d 220 (3d Cir. 1984). In Marin Motor Oil, the Third Circuit concluded "...that because 'Congress essentially borrowed [the reclamation provision] from the U.C.C.," it 'also borrowed the standard definition of receipt' [Marin Motor Oil] at 225 n.9." World Imports 862 F.3d at 343. As a result, the Marin Motor Oil court concluded that the UCC definition of "receipt" applied, and, therefore, meant physical possession. Id. See also, In re R.F. Cunningham & Co., Inc., 2006 Bankr. Lexis 3650 (Bankr. E.D.N.Y. Dec. 21, 2006); In re Flagstaff Foodservice Corp., 56 B.R. 910 (Bankr. S.D.N.Y. 1986)

- 13. As a result of the Third Circuit's analysis of the relationship between 503(b)(9) and 546(c), and the definition of "receipt" in 546(c) meaning taking possession, it held that the definition of "received" in 503(b)(9) means the same thing. *Id.* at 543-544; *See, In re Circuit City Stores, Inc.*, 432 B.R. 225, 229 (Bankr. E.D. Va. 2010) (" As 'receipt' in Article 2 of the UCC and § 546(c) is defined as taking 'physical possession,' the Court holds that 'received' for the purposes of § 503(b)(9) means having taken into physical possession"); *In re Momenta, Inc.*, 455 B.R. 353, 358 (Bankr. D.N.H. 2012) ("...the terms 'receipt' and 'received' are similar words, concern related issues, and should be treated as functional equivalents and interpreted identically.")
- 14. The World Imports Court next discussed why placing goods on a ship or with a third party carrier, also known as freight on board ("FOB") does not constitute constructive receipt. Under applicable case law, common carriers are not considered agents of a buyer. *Id.* at 344. Moreover, transfer of title and receipt have been held to be distinct. *Id. See, In re R.F. Cunningham & Co.*, 2006 Bankr. LEXIS 3650, *6 (Bankr. E.D.N.Y. December 21, 2006) ("Delivery to a common carrier does not constitute 'receipt' by a buyer of goods.")
 - 15. Subsequent to the ruling of the Third Circuit, World Imports has been

cited favorably, including by the United States Bankruptcy Court for the District of Connecticut. That court held that under 503(b)(9) received is "...either: (i) physical possession of the goods by the debtor; or (ii) constructive possession, when a bailee or an agent of the debtor physically possesses the goods." *In re O.W. Bunker Holding North America Inc.*, 2019 Bankr. LEXIS 2728 (Bankr D.Conn. Aug. 26, 2019) at *25. Either way, physical possession either by the debtor or its agent is required.

Debtors' Attempts to Distinguish World Imports Are Not Persuasive

- Imports by stating that the Circuit incorrectly looked for authority under state law as opposed to federal law. While federal law might be preferred for interpreting other federal laws such as the Bankruptcy Code, this is not mandatory. The main case cited by the Debtors to suggest the Third Circuit incorrectly looked to the UCC, which is state law, to interpret the meaning of "received" is *In re Escalera Res. Co.*, 563 B.R. 336 (Bankr. D. Colo. 2017) ("Escalera"). It is somewhat ironic that the court in Escalera used the dictionary definition of goods found in the UCC to reach a decision because there was no governing federal law. While courts are not required to consider state law in interpreting statutes, they certainly may, and as with the court in Escalera, often do consider state law.
- 17. The Debtors go to convoluted lengths in an effort to interpret Section 503(b)(9) of the Bankruptcy Code. They attempt to use the United Nations Convention on Contracts for the International Sale of Goods ("CISG") and the International Commerce Commissions' ("Intercoms") neither of which defines "received." In order to use the CISG and Intercoms, terms that don't mean "received" have to be massaged to create the meaning desired by the Debtors. Rather than employing this approach, the Third Circuit searched for the actual

definition of "received" using basic tenets of statutory interpretation. *See, Custom Polymers*PET, LLC v. Gamma Meccanica SPA, No. 6:15-04882-MGL, 185 F. Supp. 3d 741, 755 (D.S.C. 2016) ("Even though the CISG governs [a] dispute, where the CISG is silent on a legal issue, a court should apply the choice of law rules of the forum where it sits to fill the gap.") As discussed above, the World Imports court chose the commonly understood definition of "received."

- 18. The only legal authority cited by the Debtors to support their interpretation of "receipt" are the lower court decisions in *World Imports* which were overturned. The Debtors' brief strangely references the bankruptcy court decision in *World Imports* as an "analogous case concerning claims of an import vendor that shipped goods to a debtor FOB port of origin" as if it was just another bankruptcy case looking at the issue rather than the very case the Third Circuit overturned.
- 19. Additionally, the Third Circuit specifically points out that courts have consistently held that receipt does not occur when goods are loaded on to a common carrier. The fact that risk of loss and title may have transferred is irrelevant. *Marin Motor Oil* at 225; *See also, In re R.F. Cunningham & Co.* at *6.
- 20. The second reason asserted by the Debtors to dismiss the Third Circuit's reasoning in *World Imports* is that the court looked to the meaning of "received" in section 546(c) of the Bankruptcy Code when determining the meaning of "received" in section 503(b)(9) of the Bankruptcy Code. As discussed above, the Third Circuit in *World Imports* extensively discussed the connection between these two code sections. Most importantly, both sections use the word "received." The Debtors would have this Court believe that because the derivation of Section 546(c) of the Bankruptcy Code may have been the UCC, which is adopted by state law,

while the right given in Section 503(b)(9) of Bankruptcy Code is a federally created right, there should be a distinction between the two definitions of the same word. However, this interpretation makes no sense.

- 21. The simplest and most logical interpretation is to read the word "received" the same way in both sections. This makes even more sense when one considers that Section 503(b)(9) of the Bankruptcy Code is specifically mentioned in Section 546(c) of the Bankruptcy Code. What makes no sense is that Congress would distinguish the definition of "received" among two sections of the same Bankruptcy Code any more than Congress would discriminate between the words potato and po-ta-toe.
- 22. The third reason the Debtors provide for this Court to disregard the Third Circuit's *World Imports* ruling is that the court did not consider the policy considerations raised by the Debtors. As discussed below, this argument does not necessitate abandoning the plain meaning of "received."
- 23. Finally, the Debtors assert that "Congress did not legislate exclusively against the backdrop of domestic vendor sales and the UCC when it enacted section 503(b)(9) of the Bankruptcy Abuse Prevention and Consumer Protection Act in 2005." There is no dispositive answer to this question. The fact that Congress did not legislative exclusively against a backdrop of domestic vendor sales provides no justification to treat the same word in related code sections differently. There is absolutely no basis to use the Debtors' interpretive meaning of "received" instead of the plain meaning.

Debtors Additional Arguments are Not Persuasive

24. The Debtors sole legal argument in favor of using the overturned, lower court *World Imports* cases is that the CISG and Intercoms should be used to determine what

"received" means. The rationale behind this is that international trade agreements are ratified by Congress and, therefore, federal law.

- 25. The problem, as discussed above, is that neither the CISG nor the Intercoms define "received." Thus, the Debtors are forced to shoehorn a meaning of "received" rather than use its commonly understood meaning. This allows the Debtors to argue that the date the goods were delivered to a common carrier should constitute receipt.² As discussed in detail above, however, courts consistently defined "deliver" and "receipt" as distinct and common carriers are not considered agents of the buyer.
- that there will be always be winners and losers. The Debtors argument does not create conformity, but rather at this late stage in these cases, allows the Debtors professionals to decide who are the winners and losers. The reality is that if the actual receipt date is not used in Section 503(b)(9) determinations, every time you have a company in the zone of insolvency, foreign vendors will be encouraged to pull back their goods until they are 100% assured of payment. This will result in persistent interruption of delivery of goods. In the instant case, the foreign vendors relied on the Debtors assertions at the outset of the cases that they would be paid in full for goods received between September 25 and October 15, 2018. Moreover, if Congress had intended that the shipping date be used for purposes of Section 503(b)(9) of the Bankruptcy Code, then the statute would have said "delivered to" or "shipped to" rather than "received by." The fact is that until the goods are firmly in a debtor's hands, they cannot sell them. If the

² Under Article 71 of the CISG allows that a vendor may prevent handing over of goods if it becomes apparent while the goods are in transit that the other party may not be able to perform its obligations. The Debtors have themselves acknowledged this fact in the Motion of Debtors for Interim and Final Authority to (I) Pay Prepetition Claims of (A) Shippers, Warehousemen, and Other Non-Merchandise Lien Claimants and (B) Holders of PACA/PASA Claims, and (II) Confirm Administrative Expense Priority for Prepetition Orders Delivered to the Debtors Postpetition, and Satisfy Such Obligations in the Ordinary Course of Business [Dkt. No. 14 at Par. 19-20]

18-23538-shl Doc 5494 Filed 10/23/19 Entered 10/23/19 17:32:14 Main Document Pg 11 of 45

debtors have no goods to sell, they are out of business. For this reason, as well, there is no reason for the Court to look to anything other than the plain meaning of the word "received"

which for the purposes of commerce implies that a company has a product to sell.

CONCLUSION

For the foregoing reasons the Responding Parties request that the Court rule that

(i) the Debtors have not properly objected to the Responding Parties' claims, (ii) that the term

"received" as used in section 503(b)(9) of the Bankruptcy Code should mean physical possession

by the Debtor and (iii) that Debtors objections to claim numbers 17114 and 18399 of Mien Co.,

Ltd, claim numbers 12277 and 12330 of A&A (HK) Industrial Limited, claim numbers 1411 and

2196 of Esjay International Private Limited, claim number 17158 of Shanghai Fochier

International Trade Co., Ltd., and claim numbers 325, 394, 236 and 15553 of Vogue Tex (Pvt)

Ltd. are denied and (iv) such other and further relief as this Court deems appropriate.

Dated: October 23, 2019

New York, NY

Respectfully submitted,

THE SARACHEK LAW FIRM

/s/ Joseph E. Sarachek

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New York, NY 10178

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EXHIBIT A

Sears Holdings Corporation (18-23538) Sears, Roebuck and Co. (18-23537) Kmart Holding Corporation (18-23539) Kmart Operations LLC (18-23540) Sears Operations LLC (18-23541) ServiceLive, Inc. (18-23542) A&E Factory Service, LLC (18-23543)	Kmart Corporation (18-23549) MaxServ, Inc. (18-23550) Private Brands, Ltd. (18-23551)	Sears, Roebuck de Puerto Rico, Inc. (18-23561)		11).	THE RESIDENCE OF THE PARTY OF T
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	Sears Home & Business Franchises, Inc. (18-23554)	Florida Builder Appliance	s, Inc. SOE, Inc.		9-22301)
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A&E Lawn & Garden, LLC (18-23545)	Sears Procurement Services, Inc. (18-23557)	Sears Protection Company	Troy Coolidge	No. 13,	RECEIV
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creditor?					
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Proof of Claim

•18-23538-shl Doc 5494 Filed 10/23/19 Entered 10/23/19 17:32:14 Main Document Pg 14 of 45

e Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor:
n? \$ 457,906.43. Does this amount include interest or other charges? ☐ No ☐ Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).
Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information.
Goods Sold
✓ No Yes. The claim is secured by a lien on property. Nature of property: Real estate. If the claim is secured by the debtor's principal residence, file a Mortgage Proof of Claim Attachment (Official Form 410-A) with this Proof of Claim. Other. Describe:
Basis for perfection: Altach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has Value of property: \$
Amount of the claim that is secured: \$
Amount of the claim that is unsecured: \$(The sum of the secured and unsecured amounts should match the amount in line 7.
Amount necessary to cure any default as of the date of the petition;
Annual Interest Rate (when case was filed)% ☐ Fixed ☐ Variable
✓ No ☐ Yes. Amount necessary to cure any default as of the date of the petition. \$
✓ No ☐ Yes. Identify the property:

Modified Form 410

18-23538-shl Doc 5494 Filed 10/23/19 Entered 10/23/19 17:32:14 Main Document Pg 15 of 45

12. Is all or part of the clair entitled to priority unde 11 U.S.C. § 507(a)?	n ☑ No r □ Yes. Check one:					
A claim may be partly priority and partly	Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	Amount entitled to priorit				
nonpriority. For example, in some categories, the law limits the amount entitled to priority.	☐ Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$				
o plant,	Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).	\$				
	Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	S				
	☐ Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	s				
	☐ Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.	s				
	* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the	e date of adjustment				
13. Is all or part of the	□ No	o sate of adjustment.				
claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9)?	Yos. Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.	\$327,870.1				
Part 3: Sign Below						
The person completing this proof of claim must	Check the appropriate box:					
sign and date it. FRBP 9011(b).	an the creditor.					
If you file this claim	Lam the creditor's attorney or authorized agent. Lam the trustee or the debter or their authorized agent.					
electronically, FRBP 5005(a)(2) authorizes courts	D Bankruptcy Rule 3004.					
to establish local rules specifying what a signature is.	I understand that an authorized signature on this <i>Proof of Claim</i> serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.					
A person who files a	I have examined the information in this Proof of Claim and have a reasonable belief that the information and correct.	ation is true				
fraudulent claim could be fined up to \$500,000,	I declare under penalty of perjury that the foregoing is true and correct.					
imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.	Executed on date(mm/dd/yyyy)					
	Signature					
	Print the name of the person who is completing and signing this claim:					
	Name of the person who is completing and signing this claim:					
	Name Transforg Chen Middle name Middle name					
	Title General Managers AREA THE					
	Identify the corporate servicer as the company of the authorized agent is a servicer.					
	Address Ruyos, Building # 1, No. 33 Leshon Pd, Shanghai, Cl	hina				
	Shanghair, China, 20030 City State ZIP Code					
		Fochier.com				

Modified Form 410

Proof of Claim

page 3

THE	UNITED STATES BA	to identify the case (Select only one Debtor p	er claim form).	- 110
cars	Holdings Corporation	Kmart Corporation	Sears, Roeduck de l'ucho	INIYOUR LEC	Kmart.com LLC (18-23585)
	3538)	(18-23549)	Rico, Inc. (18-23561)	(18-23573) Sears Brands Busine	Sears Brands Management
	, Rocbuck and Co.	MaxServ, Inc. (18-23550)	SYW Relay LLC (18-23562)	Corporation (18-235	74) Corporation (18-23586)
accession (A) de	3537) t Holding Corporation	Private Brands, Ltd.	Wally Labs LLC	Sears Holdings Publ	ishing SHC Licensed Business
	3539)	(18-23551)	(18-23563)	Company, LLC (18-	23575) LLC (18-23616) Inc. SHC Promotions LLC
mar	1 Operations LLC	Sears Development Co.	Big Beaver of Florida	Kmart of Michigan, (18-23576)	(18-23630)
	3540)	(18-23552)	Development, LLC (18-2=564) California Builder Appliances,	SHC Desert Springs.	LLC SRe Holding Corporation
	Operations LLC	Sears Holdings Management Corporation (18-23553)	Inc. (18-23565)	(18-23577)	(19-22301)
Monthson	ceLive, Inc.	Sears Home & Business	Florida Builder Appliances, Inc.	SOE, Inc.	
	23542)	Franchises, Inc. (18-23554)	(18-23566)	(18-23578) StarWest, LLC	
	Factory Service, LLC 23543)	Scars Home Improvement Products, Inc. (18-23555)	KBL Holding Inc. (18-23567)	(18-23579)	
	Home Delivery, LLC	Sears Insurance Services,	KLC, Inc.	STI Merchandising,	Inc.
(18-2	23544)	L.L.C. (18-23556)	(18-23568)	(18-23580) Troy Coolidge No. 1	
	E Lawn & Garden, LLC	Sears Procurement Services, Inc. (18-23557)	Sears Protection Company (Florida), L.L.C. (18-235@9)	LLC (18-23581)	RECEIVE
	23545) E Signature Service, LLC	Sears Protection Company	Kmart of Washington LLC	BlueLight.com, Inc.	
	23546)	(18-23558)	(18-23570)	(18-23582) Sears Brands, L.L.C.	
	A Holdings Inc.	Sears Protection Company	Kmart Stores of Illinois L_C	(18-23583)	
	-23547)	(PR) Inc. (18-23559) Sears Roebuck Acceptance	(18-23571) Kmart Stores of Texas LLC	Sears Buying Service	APR 1 0 2019
	ovel Solutions, Inc. -23548)	Corp. (18-23560)	(18-23572)	Inc. (18-23584)	
					Prime Clerk LLC
					000
D	roof of Cla	im	182353880000591		04/16
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18-23538-shl Doc 5494 Filed 10/23/19 Entered 10/23/19 17:32:14 Main Document Pg 17 of 45

Do you have any number you use to identify the debtor?	✓ No ☐ Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor:				
How much is the claim?	\$ 2,082,245.90 Does this amount include interest or other charges? No Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).				
What is the basis of the	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.				
claim?	Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).				
	Limit disclosing information that is entitled to privacy, such as health care information.				
	Good Sold				
. Is all or part of the claim secured?	No Yes. The claim is secured by a lien on property.				
	Nature of property:				
	Real estate. If the claim is secured by the debtor's principal residence, file a Mortgage Proof of Claim Attachment (Official Form 410-A) with this Proof of Claim.				
	☐ Motor vehicle ☐ Other. Describe:				
	Basis for perfection:				
	Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)				
	Value of property: \$				
	Amount of the claim that is secured: \$				
	Amount of the claim that is unsecured: \$ (The sum of the secured and unsecured amounts should match the amount in line 7.)				
	Amount necessary to cure any default as of the date of the petition: \$				
	Annual Interest Rate (when case was filed)%				
	☐ Fixed ☐ Variable				
0. Is this claim based on a lease?	☑ No				
	Yes. Amount necessary to cure any default as of the date of the petition.				
1. Is this claim subject to a	☑ No				
right of setoff?	☐ Yes. Identify the property:				

Modified Form 410 Proof of Claim page 2

18-23538-shl Doc 5494 Filed 10/23/19 Entered 10/23/19 17:32:14 Main Document Pg 18 of 45

12. Is all or part of the claim entitled to priority under	☑ No □ Yes. Check one:					
11 U.S.C. § 507(a)?	Tes. Check one:					
A claim may be partly priority and partly nonpriority. For example,	Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	Amount entitled to priority				
In some categories, the law limits the amount	Up to \$2,850° of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).					
entitled to priority.	3-7-1-7	\$				
	■ Wages, salaries, or commissions (up to \$12,850°) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier.	\$				
	☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$				
	☐ Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$				
	Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.	\$				
	 Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the 	he date of adjustment				
13. Is all or part of the claim entitled to	□ No					
administrative priority pursuant to 11 U.S.C. § 503(b)(9)?	Yes. Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.	\$1,568,020.48				
Part 3: Sign Below						
The person completing this proof of claim must	Check the appropriate box:					
sign and date it. FRBP 9011(b).	I am the creditor.					
If you file this claim	I am the creditor's attorney or authorized agent. I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.					
electronically, FRBP 5005(a)(2) authorizes courts to establish local rules	arm a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.					
specifying what a signature is.	I understand that an authorized signature on this <i>Proof of Claim</i> serves as an acknowledgment to amount of the claim, the creditor gave the debtor credit for any payments received toward the debtor.)t				
A person who files a fraudulent claim could be	I have examined the information in this <i>Proof of Claim</i> and have a reasonable belief that the information of the contract of	mation is true				
fined up to \$500,000, imprisoned for up to 5	I declare under penalty of perjury that the foregoing is true and correct.					
years, or both. 18 U.S.C. §§ 152, 157, and	Executed/on date(mm/dd/yyyy)					
3571.	11 A real of Thomas					
	Signature					
	Print the name of the person who is completing and signing this claim: Name of the person who is completing and signing this claim:					
	Name					
	First name Middle name Last name					
	Title					
	Company Identify the corporate servicer as the company if the authorized agent is a servicer.					
	Address Number Street					
	City State ZIP Code					

Modified Form 410 Proof of Claim page 3

B	I in this information	n to identify the case	(Selec	SOUTHERN DISTRICT C	per claim for	m):		10	
	ars Holdings Corporation	Kmart Corporation	Sea	urs, Roebuck de Fucrio	MyGofer LLC (18-23573)		Kmart.com L (18-23585)		
	8-23538) L	(18-23549) MaxSery, Inc.	AND DESCRIPTION OF THE PARTY OF	o, Inc. (18-23561)	Kears Brands I	Business Units	Scars Brands	Management	
	ars, Roebuck and Co. 8-23537)	(18-23550)		W Relay LLC -23562)	Corporation (1	8-23574)	Corporation (Business	
K	mart Holding Corporation	Private Brands, Ltd. (18-23551)		ully Labs LLC i-23563)	Company, LLC	C (18-23575)	LLC (18-236)	6)	
منطمين	8-23539) mart Operations LLC	Sears Development Co.	Big	Beaver of Florida	Kmart of Mich	higan, Inc.	SHC Promotic (18-23630)	ins LLC	
10	8-23540)	(18-23552)		velopment, LLC (18-23564)	(18-23576) SHC Desert Sp	prings, LLC	SRe Holding	Corporation	
	ears Operations LLC 8-23541)	Sears Holdings Management Corporation (18-23553)		lifornia Builder Appliances, (18-23565)	(18-23577)		(19-22301)		
S	erviceLive, Inc.	Scars Home & Business		rida Builder Appliances, Inc.	SOE, Inc. (18-23578)				
	8-23542) &E Factory Service, LLC	Franchises, Inc. (18-23554) Sears Home Improvement		-23566) L Holding Inc.	StarWest, LLC				
	8-23543)	Products, Inc. (18-23555)	118	-23567)	(18-23579) STI Merchand	lising, Inc.			
	&E Home Delivery, LLC 8-23544)	Sears Insurance Services, L.L.C. (18-23556)		C, Inc. -23568)	(18-23580)			IBIE	OF TO THE
	&E Lawn & Garden, LLC	Sears Procurement Services,	Sea	ers Protection Company	Troy Coolidge LLC (18-2358			川川川	CEIVE
	8-23545) &E Signature Service, LLC	Inc. (18-23557) Sears Protection Company		orida), L.L.C. (18-23569) sart of Washington LLC	Bluck ight com				household by her horse
	8-23546)	(18-23558)	L (18	-23570)	(18-23582) Sears Brands, 1	LIC		٨	DD 1 0 2040
	BA Holdings Inc. (8-23547)	Sears Protection Company (PR) Inc. (18-23559)	L (18	uart Stores of Illimois LLC -23571)	(18-23583)			A	PR 1 0 2019
	novel Solutions, Inc.	Sears Roebuck Acceptance	ПКп	part Stores of Texas LLC	Sears Buying S Inc. (18-23584	Services,			
1	8-23548)	Corp. (18-23560)	[L](18	-23572)	Inc. (15-2,3304	Lamananana		Pr	ime Clerk LLC
*	cupet for navment of an	ore filling out this form. This administrative expense, of	ther than	a claim entitled to admi	inistrative priorit	ty pursuant to	o 11 U.S.C. §	503(b)(9). Ma	K0
Fi th	ich a request according lers must leave out or re at support the claim, such curity agreements. Do no person who files a frauduli	to 11 U.S.C. § 503. dact information that is entitl as promissory notes, purcha t send original documents; ent claim could be fined up to bout the claim as of the dat	led to privise orders; they ma	vacy on this form or on any s, invoices, itemized stater by be destroyed after scan 00, imprisoned for up to 5	y attached docum ments of running a ning. If the docum years, or both. 18	nents. Attach r accounts, com nents are not a 3 U.S.C. §§ 15	edacted copie tracts, judgment available, explain 2, 157, and 35	s of any docui nts, mortgage ain in an attac 71.	ments s, and hment.
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FI th SE A FI	ich a request according lers must leave out or re at support the claim, such curity agreements. Do no person who files a frauduli it in all the information a lart 1: Identify the C Who is the current creditor? Has this claim been acquired from someone else? Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure	to 11 U.S.C. § 503. dact information that is entitl as promissory notes, purcha t send original documents; ent claim could be fined up to bout the claim as of the dat laim MIEN CO., LTD. Name of the current creditor (I) Other names the creditor used No Yes. From whom? Where should notices to Chan Lai Kuen, Miche Room A5-B Block A 1 Industrial Centre 489 Castle Peak Road, Ho	led to printed the person of the cree elle 2/F HK-491 onk Ko	vacy on this form or on any s, invoices, itemized stater by be destroyed after scan too, imprisoned for up to 5 use was filed. That date is no or entity to be paid for this clidebtor	y attached documments of running ining. If the docum years, or both. 18 s on the notice of the sound different) Joseph E. S. 101 Park Av. New York, N.	ments. Attach raccounts, connents are not a B U.S.C. §§ 15 of bankruptcy Date No S No C A B Dayments to Sarachek venue Floor NY, 10017	edacted copie tracts, judgment available, explained at 157, and 35 (Form 309) the Stampes Self-Addres Copy Pro	s of any documents, mortgage ain in an attactor. The discourse of the control of	ments s, and hment. red. Returned
FI th sea A Fi P	ich a request according lers must leave out or re at support the claim, such curity agreements. Do no person who files a frauduli it in all the information a lart 1: Identify the C Who is the current creditor? Has this claim been acquired from someone else? Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure	dact information that is entiti as promissory notes, purcha t send original documents; ent claim could be fined up to bout the claim as of the dat laim MIEN CO., LTD. Name of the current creditor (I Other names the creditor used No Yes. From whom? Where should notices to Chan Lai Kuen, Miche Room A5-B Block A 1 Industrial Centre 489- Castle Peak Road, Ho Contact phone +852 900	led to printed the person of the cree of t	vacy on this form or on any s, invoices, itemized stater by be destroyed after scan too, imprisoned for up to 5 use was filed. That date is no or entity to be paid for this clidebtor	y attached documments of running ining. If the docum years, or both. 18 s on the notice of the notic	ments. Attach raccounts, connents are not a B U.S.C. §§ 15 of bankruptcy Date No S No C A B Dayments to Sarachek venue Floor NY, 10017	edacted copie tracts, judgment available, expla 2, 157, and 35 (Form 309) the e Stampe Self-Addre Copy Pro the creditor 27	s of any documents, mortgage ain in an attact 71. at you received Copy essed Stavided be sent? (if	ments s, and hment. red. Returned

Proof of Claim

page 1

18-23538-shl Doc 5494 Filed 10/23/19 Entered 10/23/19 17:32:14 Main Document Pg 20 of 45

Part 2: Give Info	rmation About the Claim as of the Date the Case Was Filed
5. Do you have any nu you use to identify debtor?	
7. How much is the cl	Does this amount include interest or other charges? No Yes, Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).
3. What is the basis of claim?	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information.
	Good Sold
9. Is all or part of the c secured?	Altachment (Official Form 410-A) with this Proof of Claim. □ No Nature of property: □ Real estate. If the claim is secured by the debtor's principal residence, file a Mortgage Proof of Claim Attachment (Official Form 410-A) with this Proof of Claim. □ Motor vehicle □ Other. Describe:
	Basis for perfection: Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filled or recorded.) Value of property: \$
	Amount of the claim that is secured: \$
	Amount of the claim that is unsecured: \$(The sum of the secured and unsecured amounts should match the amount in line 7.)
	Amount necessary to cure any default as of the date of the petition: \$
	Annual Interest Rate (when case was filed)% Fixed Variable
10. Is this claim based lease?	on a No Yes. Amount necessary to cure any default as of the date of the petition.
11. Is this claim subject right of setoff?	to a No Yes. Identify the property:

Modified Form 410 Proof of Claim page

18-23538-shl Doc 5494 Filed 10/23/19 Entered 10/23/19 17:32:14 Main Document Pg 21 of 45

12. Is all or part of the claim entitled to priority under						
11 U.S.C. § 507(a)?	Yes. Check	cone:	Amount entitled to priority			
A claim may be partly priority and partly	Domesi 11 U.S.	tic support obligations (including alimony and child support) under C. § 507(a)(1)(A) or (a)(1)(B).	\$			
nonpriority. For example, in some categories, the law limits the amount entitled to priority.		2,850° of deposits toward purchase, lease, or rental of property or services for al, family, or household use. 11 U.S.C. § 507(a)(7).	s			
	bankrus	salaries, or commissions (up to \$12,850*) earned within 180 days before the ptcy petition is filed or the debtor's business ends, whichever is earlier. C. § 507(a)(4).	\$			
	☐ Taxes o	or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$			
	☐ Contrib	utions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$			
	Other. S	Specify subsection of 11 U.S.C. § 507(a)() that applies.	\$			
	* Amounts ar	re subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after	the date of adjustment.			
3. Is all or part of the	□ No					
claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9)?	by the Debt which the g	te the amount of your claim arising from the value of any goods received tor within 20 days before the date of commencement of the above case, in goods have been sold to the Debtor in the ordinary course of such isiness. Attach documentation supporting such claim.				
Part 3: Sign Below						
The person completing this proof of claim must sign and date it. FRBP 9011(b).	Check the appro	editor.				
If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules	☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004. ☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005. ☐ Understand that an authorized signature on this <i>Proof of Claim</i> serves as an acknowledgment that when calculating the					
specifying what a signature s.	amount of the claim, the creditor gave the debtor credit for any payments received toward the debt. I have examined the information in this <i>Proof of Claim</i> and have a reasonable belief that the information is true					
A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both.	and correct. I declare singer p Executed on dat					
18 U.S.C. §§ 152, 157, and 3571.	Signature	telletras.				
		of the person who is completing and signing this claim: rson who is completing and signing this claim:				
	Name	First name Middle name Last name				
	Title					
	Company	Identify the corporate servicer as the company if the authorized agent is a servicer.				
	Address					
		Number Street				
	Contact phone	Number Street City State ZIP Code Email				

Modified Form 410 Proof of Claim page 3

18-23538-shl Doc 5494 Filed 10/23/19 Entered 10/23/19 17:32:14 Main Document

Pg 22 of 45 UNITED STATES BANKRUPTCY COURT FOR THE SC

Fill in this informa	ation to identify the cas	e (Select only one Debto	or ner claim form):	
(18-23538)	MaxServ, Inc. (18-23550)	Wally Labs LLC (18-23563)	Kmart of Michigan, Inc. (18-23576)	Recei
Sears, Roebuck and Co. (18-23537)	Private Brands, Ltd. (18-23551)	Big Beaver of Florida Development, LLC (18-23564)	SHC Desert Springs, LLC (18-23577)	OCT 23
Kmart Holding Corporation (18-23539)	Sears Development Co. (18-23552)	California Builder Appliances, Inc. (18-23565)	SOE, Inc. (18-23578)	001 23
Kmart Operations LLC (18-23540)	Sears Holdings Management Corporation (18-23553)	Florida Builder Appliances, Inc. (18-23566)	StarWest, LLC (18-23579)	Prime Cler
Sears Operations LLC (18-23541)	Sears Home & Business Franchises, Inc. (18-23554)	KBL Holding Inc. (18-23567)	STI Merchandising, Inc. (18-23580)	
ServiceLive, Inc. (18-23542)	Sears Home Improvement Products, Inc. (18-23555)	KLC, Inc. (18-23568)	Troy Coolidge No. 13, LLC (18-23581)	
A&E Factory Service, LLC (18-23543)	Sears Insurance Services, L.L.C. (18-23556)	Sears Protection Company (Florida), L.L.C. (18-23569)	BlueLight.com, Inc. (18-23582)	
A&E Home Delivery, LLC (18-23544)	Sears Procurement Services, Inc. (18-23557)	Kmart of Washington LLC (18-23570)	Sears Brands, L.L.C. (18-23583)	
A&E Lawn & Garden, LLC (18-23545)	Sears Protection Company (18-23558)	Kmart Stores of Illinois LLC (18-23571)	Sears Buying Services, Inc. (18-23584)	
A&E Signature Service, LLC (18-23546)	(PR) Inc. (18-23559)	Kmart Stores of Texas LLC (18-23572)	Kmart.com LLC (18-23585)	182353880000291
FBA Holdings Inc. (18-23547)	Sears Roebuck Acceptance Corp. (18-23560)	MyGofer LLC (18-23573)	Sears Brands Management Corporation (18-23586)	
Innovel Solutions, Inc. (18-23548)	Sears, Roebuck de Puerto Rico, Inc. (18-23561)	Sears Brands Business Unit Corporation (18-23574)	(10 25500)	
Kmart Corporation (18-23549)	SYW Relay LLC (18-23562)	Sears Holdings Publishing Company, LLC (18-23575)	[] Date Starr	ped Copy Returned
Modified Officia	I = 440		[] No Self-Addre	ssed Stamped Envelope

Received OCT 23 2018

Prime Clerk LLC



Modified Official Form 410

Proof of Claim

No Copy Provided 04/16

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense, other than a claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9). Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment. A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

1.	Who is the current creditor?	ESJAY INTERNATIONAL PRIVATE LIMITE Name of the current creditor (the person or entity to be paid for this cla Other names the creditor used with the debtor		
2.	Has this claim been acquired from someone else?	✓ No ☐ Yes. From whom?		
3.	Where should notices and payments to the creditor be sent?	Where should notices to the creditor be sent?	Where should different)	ld payments to the creditor be sent? (if
	Federal Rule of Bankruptcy Procedure (FRBP) 2002(g) ESJAY INTERNATIONAL PRIVATE LIMITED 48A,LAXMI INDUSTRIAL ESTATE, S.N.PATH, LOWER PAREL, MUMBAI - 400 013		Beneficiar Bank :Star Branch Ad 001,India,	y Name:Esjay International Pvt., Ltd y Account No.22505454935 ndard Chartered Bank ldress:90M.G. Road, Mumbai-400
		Contact phone 00-98200-71625 Contact email sunilj@esjayintl.com	Contact phone	00-99207-90013 Namit.Shah@sc.com
١.	Does this claim amend one already filed?	No Yes. Claim number on court claims registry (if known)		Filed on
	Do you know if anyone else has filed a proof of claim for this claim?	✓ No ☐ Yes. Who made the earlier filing?		IVINI / DU / YTYY

Proof of Claim

page 1

18-23538-shl Doc 5494 Filed 10/23/19 Entered 10/23/19 17:32:14 Main Document Pg 23 of 45

6. Do you have any numb you use to identify the debtor?	er No Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: 3 3 6 2
7. How much is the clain	Does this amount include interest or other charges? No Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).
3. What is the basis of the claim?	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information. GOODS SOLD AGAINST PURCHASE ORDERS
Is all or part of the claim secured?	No Yes. The claim is secured by a lien on property. Nature of property: □ Real estate. If the claim is secured by the debtor's principal residence, file a Mortgage Proof of Claim Attachment (Official Form 410-A) with this Proof of Claim. □ Motor vehicle □ Other. Describe:
	Basis for perfection: Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has Value of property: \$
	Amount of the claim that is secured: \$ Amount of the claim that is unsecured: \$(The sum of the secured and unsecured amounts should match the amount in line
	Amount necessary to cure any default as of the date of the petition: \$
	Annual Interest Rate (when case was filed)% □ Fixed □ Variable
s this claim based on a ease?	✓ No Yes. Amount necessary to cure any default as of the date of the petition. \$
s this claim subject to a ight of setoff?	✓ No Yes. Identify the property:

18-23538-shl Doc 5494 Filed 10/23/19 Entered 10/23/19 17:32:14 Main Document Pg 24 of 45

1						
12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?	✓ No ☐ Yes. Check	one:			Amount entitled to	o priority
A claim may be partly priority and partly		ic support obligations (in C. § 507(a)(1)(A) or (a)(ld support) under	\$	
nonpriority. For example, in some categories, the law limits the amount entitled to priority.	Up to \$5 persons	2,850* of deposits toward al, family, or household u	d purchase, lease, or reluse. 11 U.S.C. § 507(a)(7	ntal of property or servion).	ces for \$	
,	bankrup	salaries, or commission of the petition is filed or the C. § 507(a)(4).	ns (up to \$12,850*) earne e debtor's business ends	ed within 180 days befo s, whichever is earlier.	re the \$	
	☐ Taxes o	or penalties owed to gove	ernmental units. 11 U.S.	C. § 507(a)(8).	\$	
	☐ Contrib	utions to an employee be	enefit plan. 11 U.S.C. §	507(a)(5).	\$	
	Other. S	Specify subsection of 11	U.S.C. § 507(a)() that applies.	\$	
	* Amounts ar	e subject to adjustment on 4	4/01/19 and every 3 years at	ter that for cases begun or	or after the date of adjustment.	
13. Is all or part of the claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9)?	by the Debt which the g	e the amount of your cor or within 20 days befor goods have been sold to siness. Attach docume	re the date of commen to the Debtor in the ord	cement of the above of inary course of such	ceived \$ <u>71171.85</u> case, in	
Part 3: Sign Below					4	
The person completing this proof of claim must sign and date it. FRBP 9011(b). If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules	☐ I am the tru☐ I am a guar	editor. editor's attorney or autho stee, or the debtor, or th antor, surety, endorser,	neir authorized agent. Ba or other codebtor. Bankı	ruptcy Rule 3005.	demont that when calculating	atho
specifying what a signature is.	amount of the cl	aim, the creditor gave the	e debtor credit for any p	ayments received towa		guie
A person who files a	and correct.	the information in this P	Proof of Claim and have a	a reasonable belief that	the information is true	
fraudulent claim could be fined up to \$500,000,		penalty of perjury that the		orrect.		
imprisoned for up to 5 years, or both.	Signatu	re: Sunil Jhangiani (Oct 20, 20)	18)			
18 U.S.C. §§ 152, 157, and 3571.	Em	ail: sunilj@esjayintl	l.com			
		of the person who is corson who is corson who is completing				
	Name	Sunil Gobind Jh				
		First name	Middle name	Last	name	
	Title	Director				19
	Company	Identify the corporate ser	rvicer as the company if the	authorized agent is a servi	er.	
	Address	Number Street				
		City		State ZIP	Code	
	Contact phone	:		Email		

Modified Form 410

Filed 10/23/19 Entered 10/23/19 17:32:14 Main Document 18-23538-shl Doc 5494

Pg 25 of 45
United States Bankruptcy Court for the Southern District of New York

Fill in this information to identify the case (Select only one Debtor per claim form): Sears Holdings Corporation (18-23538) MaxServ, Inc. (18-23550) Wally Labs LLC (18-23576) Kmart of Michigan, Inc. (18-23576) Recei
(18-23538) (18-23550) (18-23563) (18-23576) Sears, Roebuck and Co. (18-23551) (18-23551) (18-23551) (18-23564) (18-23577) (18-23577) (18-23577) (18-23577)
Kmart Holding Corporation (18-23539) Sears Development Co. (18-23552) California Builder Appliances, Inc. (18-23578) (18-23578)
Kmart Operations LLC Sears Holdings Management (18-23540) Sears Holdings Management Corporation (18-23553) Florida Builder Appliances, Inc. StarWest, LLC (18-23579) Prime Cle
Sears Operations LLC Sears Home & Business KBL Holding Inc. (18-23541) Sears Home & Business (18-23554) (18-23567) STI Merchandising, Inc. (18-23580)
ServiceLive, Inc. Sears Home Improvement KLC, Inc. Troy Coolidge No. 13, LLC (18-23542) Products, Inc. (18-23555) (18-23568) LLC (18-23581)
A&E Factory Service, LLC Sears Insurance Services, (18-23543) L.L.C. (18-23556) (Florida), L.L.C. (18-23569) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18-23582) (18
A&E Home Delivery, LLC Sears Procurement Services, (18-23544) Kmart of Washington LLC (18-23570) Sears Brands, L.L.C. (18-23583)
A&E Lawn & Garden, LLC Sears Protection Company (18-23545)
A&E Signature Service, LLC Sears Protection Company (18-23546) (PR) Inc. (18-23559) (Kmart Stores of Texas LLC (18-23585) (Kmart.com LLC (18-23585)
FBA Holdings Inc. Sears Roebuck Acceptance MyGofer LLC Sears Brands Management (18-23547) (18-23560) (18-23573) Corporation (18-23586)
Innovel Solutions, Inc. (18-23548) Sears, Roebuck de Puerto Rico, Inc. (18-23561) Sears Brands Business Unit Corporation (18-23574)
Kmart Corporation (18-23549) Sears Holdings Publishing Company, LLC (18-23575) [] Date Stamped Copy Returned Co

eceived 2 3 2018

Clerk LLC



No Copy Provided

Modified Official Form 410

Proof of Claim

04/16

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense, other than a claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9). Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment. A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

F	art 1: Identify the C	laim				
1.	Who is the current creditor?	ESJAY INTERNATIONAL PRIVATE LIMITED Name of the current creditor (the person or entity to be paid for this claim) Other names the creditor used with the debtor				
2.	Has this claim been acquired from someone else?	✓ No ☐ Yes. From whom?				
3.	Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Where should notices to the creditor be sent? ESJAY INTERNATIONAL PRIVATE LIMITED 48A,LAXMI INDUSTRIAL ESTATE, S.N.PATH,LOWER PAREL, MUMBAI - 400 013 Contact phone Contact phone Contact email O0-98200-71625 Sunilj@esjayintl.com	Where should payments to the creditor be sent? (if different) Beneficiary Name: Esjay International Pvt., Ltd., Beneficiary Account No.22505454935 Bank: Standard Chartered Bank Branch Address: 90M.G. Road, Mumbai-400 001,India, Swift Code SCBLINBBXXX Contact phone Contact email Namit. Shah@sc.com			
4.	Does this claim amend one already filed?	✓ No ☐ Yes. Claim number on court claims registry (if known)	Filed on			
5.	Do you know if anyone else has filed a proof of claim for this claim?	✓ No ☐ Yes. Who made the earlier filing?				

Proof of Claim

page 1

18-23538-shl Doc 5494 Filed 10/23/19 Entered 10/23/19 17:32:14 Main Document Pg 26 of 45

6. Do you have any number you use to identify the debtor?	No Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: 6 7 5 3	<u>-</u>
7. How much is the claim?	\$\frac{168535.56}{\times No}\$. Does this amount include interest or other charges? \times No \times \text{Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).}	11
8. What is the basis of the claim?	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information.	
	GOODS SOLD AGAINST PURCHASE ORDERS	
). Is all or part of the claim secured?	No Yes. The claim is secured by a lien on property. Nature of property: Real estate. If the claim is secured by the debtor's principal residence, file a Mortgage Proof of Claim Attachment (Official Form 410-A) with this Proof of Claim. Motor vehicle Other. Describe:	
	Basis for perfection: Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filled or recorded.)	ı
	Value of property: \$	
	Amount of the claim that is unsecured: \$(The sum of the secured and unsecured amounts should match the amount in line.	
	Amount necessary to cure any default as of the date of the petition: \$	
	Annual Interest Rate (when case was filed)% □ Fixed □ Variable	
0. Is this claim based on a lease?	✓ No Yes. Amount necessary to cure any default as of the date of the petition. \$	
Is this claim subject to a right of setoff?	✓ No ✓ Yes. Identify the property:	

18-23538-shl Doc 5494 Filed 10/23/19 Entered 10/23/19 17:32:14 Main Document Pg 27 of 45

*				
12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?	✓ No ☐ Yes. Check o	ne:	Amount entitled to priority	
A claim may be partly priority and partly		support obligations (including alimony and child support) under $\S 507(a)(1)(A)$ or $(a)(1)(B)$.	\$	
nonpriority. For example, in some categories, the law limits the amount entitled to priority.		350* of deposits toward purchase, lease, or rental of property or services for family, or household use. 11 U.S.C. § 507(a)(7).	\$	
onition to priority.	bankrupto	alaries, or commissions (up to \$12,850*) earned within 180 days before the y petition is filed or the debtor's business ends, whichever is earlier. § 507(a)(4).	\$	
	☐ Taxes or	penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$	
	☐ Contributi	ons to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$	
	Other. Sp	ecify subsection of 11 U.S.C. § 507(a)() that applies.	\$	
9	* Amounts are	subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after t	he date of adjustment.	
13. Is all or part of the	□No			
claim entitled to administrative priority	✓ Yes. Indicate	the amount of your claim arising from the value of any goods received	_{\$_} 168535.56	
pursuant to 11 U.S.C. § 503(b)(9)?	which the go	within 20 days before the date of commencement of the above case, in ods have been sold to the Debtor in the ordinary course of such ness. Attach documentation supporting such claim.		
Part 3: Sign Below				
The person completing	Check the approp	riate box:		
this proof of claim must sign and date it.	☑ I am the cred	itor.		
FRBP 9011(b).		itor's attorney or authorized agent.		
If you file this claim electronically, FRBP		ee, or the debtor, or their authorized agent. Bankruptcy Rule 3004. htor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.		
5005(a)(2) authorizes courts to establish local rules specifying what a signature	I understand that	an authorized signature on this <i>Proof of Claim</i> serves as an acknowledgment m, the creditor gave the debtor credit for any payments received toward the de	that when calculating the ebt.	
is. A person who files a	I have examined t and correct.	he information in this <i>Proof of Claim</i> and have a reasonable belief that the info	rmation is true	
fraudulent claim could be fined up to \$500,000,	I declare under pe	nalty of perjury that the foregoing is true and correct.		
imprisoned for up to 5 years, or both.	Signatur	e: Sunit Mangiani (Oct 20, 2018)		
18 U.S.C. §§ 152, 157, and 3571.		l: sunilj@esjayintl.com		
	Signature Print the name o	f the person who is completing and signing this claim:		
	Name of the pers	on who is completing and signing this claim:		
	Name	Sunil Gobind Jhangiani	9	
		First name Middle name Last name		
	Title	Director		
	Company Identify the corporate servicer as the company if the authorized agent is a servicer.			
	Address			
		Number Street		
II.		City State ZIP Code		
and D	Contact phone	Email		

Proof of Claim

-III in this informatio		JTHERN DIதுகுiഉ8ரு∱N்சூv Y (Select only one Debtor		
Sears Holdings Corporation (18-23538)	Kmart Corporation (18-23549)	Sears, Roebuck de Puerto Rico, Inc. (18-23561)	MyGofer LLC (18-23573)	Kmart.com LLC (18-23585)
Sears, Roebuck and Co.	MaxServ, Inc.	SYW Relay LLC	Sears Brands Busine	ess Unit Sears Brands Management
(18-23537) Kmart Holding Corporation	(18-23550) Private Brands, Ltd.	(18-23562)	Corporation (18-235	
18-23539)	(18-23551)	Wally Labs LLC (18-23563)	Company, LLC (18-	-23575) LLC (18-23616)
Kmart Operations LLC (18-23540)	Sears Development Co. (18-23552)	Big Beaver of Florida Development, LLC (18-23564)	Kmart of Michigan, (18-23576)	SHC Promotions LLC (18-23630)
Sears Operations LLC	Sears Holdings Management	California Builder Appliances,	SHC Desert Springs	s, LLC SRe Holding Corporation
(18-23541) ServiceLive, Inc.	Corporation (18-23553) Sears Home & Business	Inc. (18-23565) Florida Builder Appliances, Inc.	(18-23577) c. SOE, Inc.	(19-22301)
[18-23542]	Franchises, Inc. (18-23554)	(18-23566)	(18-23578)	MMLID: 4123909
A&E Factory Service, LLC (18-23543)	Sears Home Improvement Products, Inc. (18-23555)	KBL Holding Inc. (18-23567)	StarWest, LLC (18-23579)	
A&E Home Delivery, LLC	Sears Insurance Services,	KLC, Inc.	STI Merchandising,	Inc. RECEIVI
18-23544) A&E Lawn & Garden, LLC	L.L.C. (18-23556) Sears Procurement Services,	(18-23568) Sears Protection Company	(18-23580) Troy Coolidge No.	13.
18-23545)	Inc. (18-23557)	(Florida), L.L.C. (18-23569)	LLC (18-23581)	
A&E Signature Service, LLC (18-23546)	Sears Protection Company (18-23558)	Kmart of Washington LLC (18-23570)	BlueLight.com, Inc. (18-23582)	MAR 2 8 2019
FBA Holdings Inc.	Sears Protection Company	Kmart Stores of Illinois LLC	Sears Brands, L.L.C	3
(18-23547) Innovel Solutions, Inc.	(PR) Inc. (18-23559) Sears Roebuck Acceptance	(18-23571) Kmart Stores of Texas LLC	(18-23583) Sears Buying Service	Primo Clark LL
(18-23548)	Corp. (18-23560)	(18-23572)	Inc. (18-23584)	Section and the section of the secti
ilers must leave out or reat support the claim, such	edact information that is entite n as promissory notes, purcha ot send original documents	ase orders, invoices, itemized sta ; they may be destroyed after sc	tements of running acco anning. If the document	s. Attach redacted copies of any docu ounts, contracts, judgments, mortgage s are not available, explain in an attac
ilers must leave out or r nat support the claim, such ecurity agreements. Do n person who files a fraudu ill in all the information	edact information that is entited as promissory notes, purchands send original documents allent claim could be fined up to about the claim as of the data.	ase orders, invoices, itemized sta ; they may be destroyed after so o \$500,000, imprisoned for up to	tements of running acco anning. If the document 5 years, or both. 18 U.S	ounts, contracts, judgments, mortgage s are not available, explain in an attac
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ilers must leave out or report the claim, such ecurity agreements. Do not person who files a frauduill in all the information and the information. Identify the the who is the current creditor?	edact information that is entited as promissory notes, purchas of send original documents allent claim could be fined up to about the claim as of the data claim. A&A (H.K.) Industrial I Name of the current creditor use.	ase orders, invoices, itemized state; they may be destroyed after some o \$500,000, imprisoned for up to the the case was filed. That date	tements of running accordanning. If the document 5 years, or both. 18 U.Se is on the notice of bases of the section of the sec	ounts, contracts, judgments, mortgage is are not available, explain in an attac S.C. §§ 152, 157, and 3571. ankruptcy (Form 309) that you recei
illers must leave out or rat support the claim, such ecurity agreements. Do not person who files a frauduill in all the information art 1: Identify the Who is the current creditor? Has this claim been acquired from someone else?	edact information that is entited as promissory notes, purchas of send original documents allent claim could be fined up to about the claim as of the data claim. A&A (H.K.) Industrial I Name of the current creditor use.	ise orders, invoices, itemized state; they may be destroyed after so to \$500,000, imprisoned for up to the the case was filed. That date the case was filed.	tements of running accordanning. If the document 5 years, or both. 18 U.Se is on the notice of bases claim)	ounts, contracts, judgments, mortgage is are not available, explain in an attac S.C. §§ 152, 157, and 3571. ankruptcy (Form 309) that you recei
ilers must leave out or rat support the claim, such ecurity agreements. Do not person who files a frauduill in all the information art 1: Identify the Who is the current creditor? Has this claim been acquired from someone else? Where should notices and payments to the	edact information that is entited as promissory notes, purchas of send original documents allent claim could be fined up to about the claim as of the data claim. A&A (H.K.) Industrial I Name of the current creditor of the current creditor use. Vec No	ise orders, invoices, itemized state; they may be destroyed after so to \$500,000, imprisoned for up to the the case was filed. That date the case was filed. The case was filed to the case was filed.	tements of running accordanning. If the document 5 years, or both. 18 U.S. is on the notice of base claim) Where should particles.	ounts, contracts, judgments, mortgage is are not available, explain in an attac S.C. §§ 152, 157, and 3571. ankruptcy (Form 309) that you recei
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hat support the claim, such ecurity agreements. Do not person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a frauduitill in all the information. A person who files a	edact information that is entity as promissory notes, purchasot send original documents allent claim could be fined up to about the claim as of the data about the data about the claim as of the data about the	Limited (the person or entity to be paid for this ed with the debtor o the creditor be sent?	tements of running accordanning. If the document 5 years, or both. 18 U.Se is on the notice of base sclaim) Where should padifferent) Contact phone	ounts, contracts, judgments, mortgages are not available, explain in an attack S.C. §§ 152, 157, and 3571. ankruptcy (Form 309) that you receivations are sentenced as a s

Claim Number: 12277

18-23538-shl Doc 5494 Filed 10/23/19 Entered 10/23/19 17:32:14 Main Document Pg 29 of 45

6. Do you have any number you use to identify the debtor?	✓ No ☐ Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor:		
7. How much is the claim?	\$65/0/3-37 Does this amount include interest or other charges?		
	Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).		
8. What is the basis of the claim?	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.		
	Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information.		
) (13 jing na 12 m li) 	GOUDS SOLD & DAYMENT DELAYED		
9. Is all or part of the claim secured?	No ☐ Yes. The claim is secured by a lien on property.		
	Nature of property:		
	Real estate. If the claim is secured by the debtor's principal residence, file a Mortgage Proof of Claim Attachment (Official Form 410-A) with this Proof of Claim.		
	☐ Motor vehicle ☐ Other. Describe:		
	Basis for perfection:		
	Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)		
	Value of property: \$		
	Amount of the claim that is secured: \$		
	Amount of the claim that is unsecured: \$(5/0)3-37(The sum of the secured and unsecured amounts should match the amount in line 7.)		
	Amount necessary to cure any default as of the date of the petition: \$		
	Annual Interest Rate (when case was filed)% Fixed Variable		
10. Is this claim based on a lease?	No Yes. Amount necessary to cure any default as of the date of the petition. \$		
11. Is this claim subject to a	□ No		

Proof of Claim

18-23538-shl Doc 5494 Filed 10/23/19 Entered 10/23/19 17:32:14 Main Document Pg 30 of 45

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?	☑ No □ Yes. Check one:	Amount entitled to priority
A claim may be partly priority and partly	Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	\$
nonpriority. For example, in some categories, the law limits the amount	☐ Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$
entitled to priority.	■ Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).	\$
	☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$
	☐ Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$
	☐ Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.	\$
	* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the	he date of adjustment.
13. Is all or part of the claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9)?	☐ No ☐ Yes. Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.	s 258263-40-
Part 3: Sign Below		
The person completing this proof of claim must sign and date it. FRBP 9011(b). If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is. A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.	Lam the creditor. Lam the creditor's attorney or authorized agent. Lam the creditor's attorney or authorized agent. Lam the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004. Lam a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005. Lunderstand that an authorized signature on this <i>Proof of Claim</i> serves as an acknowledgment to amount of the claim, the creditor gave the debtor credit for any payments received toward the debtor credit for any payments and acknowledgment to another the authorized agent to another the authorized agent to another the authorized agent is a servicer. A	rmation is true
	Address Kovn 615, 617-, 334-336 KWWN TONG ROAP, 1 Number Street HONG KONG.	Whin long, Kowloon
	City State ZIP Code Contact phone \$52 - 94624788 Email Ognes @	aanet-com.hk

18-23538上5寸付s mande 5494icallFileditle0/23/filed httEnterectulio/26/fc9ril. 本记录和 EPOMain Document UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTORISH YORK Fill in this information to identify the case (Select only one Debtor per claim form): Sears Holdings Corporation **Kmart Corporation** Sears, Roebuck de Puerto MyGofer LLC Kmart.com LLC (18-23538)(18-23549)Rico, Inc. (18-23561) (18-23573)(18-23585)Sears, Roebuck and Co. MaxServ, Inc. SYW Relay LLC Sears Brands Business Unit Sears Brands Management (18-23537)(18-23550)18-23562) Corporation (18-23574) Corporation (18-23586) Private Brands, Ltd. Kmart Holding Corporation ISHC Licensed Business Wally Labs LLC Sears Holdings Publishing (18-23551)LLC (18-23616) (18-23539)(18-23563)Company, LLC (18-23575 Kmart Operations LLC Sears Development Co. Big Beaver of Florida Kmart of Michigan, Inc. SHC Promotions LLC (18-23552)(18-23540)(18-23630) (18-23576)Development, LLC (18-23564) Sears Holdings Management Sears Operations LLC SHC Desert Springs, LLC California Builder Appliances, SRe Holding Corporation (18-23541)Corporation (18-23553) Inc. (18-23565) (18-23577)(19-22301)Sears Home & Business ServiceLive, Inc. Florida Builder Appliances, Inc. SOE, Inc. (18-23542)Franchises, Inc. (18-23554) (18-23566) (18-23578) MMLID: 5794006 Sears Home Improvement A&E Factory Service, LLC KBL Holding Inc. StarWest, LLC Products, Inc. (18-23555) (18-23543)(18-23567)(18-23579)A&E Home Delivery, LLC Sears Insurance Services, KLC, Inc. STI Merchandising, Inc. (18-23544)L.L.C. (18-23556) (18-23580)(18-23568)Sears Procurement Services, A&E Lawn & Garden, LLC Sears Protection Company Troy Coolidge No. 13, (18-23545)Inc. (18-23557) (Florida), L.L.C. (18-23569) LLC (18-23581) MAR 28 2019 Sears Protection Company A&E Signature Service, LLC Kmart of Washington LLC BlueLight.com, Inc. (18-23558) (18-23546)(18-23570)(18-23582)Sears Protection Company FBA Holdings Inc. Kmart Stores of Illinois LLC Sears Brands, L.L.C. (PR) Inc. (18-23559) Prime Clerk LLC (18-23547)18-23571) (18-23583)Innovel Solutions, Inc. Sears Roebuck Acceptance Kmart Stores of Texas LLC Sears Buying Services, Corp. (18-23560) (18-23548)Inc. (18-23584) (18-23572)The Debtor(s) have listed you on Schedule G as a counterparty to one or more executory contract(s). If you believe the Debtor(s) owe you money as of the Petition Date, you must submit a proof of claim or be forever barred from recovery. **Proof of Claim** 04/16 Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense, other than a claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9). Make such a request according to 11 U.S.C. § 503. Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment. A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571. Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received. Part 1: **Identify the Claim** 1. Who is the current **A&A HK INDUSTRIAL LIMITED** creditor? Name of the current creditor (the person or entity to be paid for this claim) VENDUR 10 #9491 Other names the creditor used with the debtor Has this claim been acquired from ☐ Yes. From whom? someone else? 3. Where should notices Where should notices to the creditor be sent? Where should payments to the creditor be sent? (if and payments to the different) creditor be sent? **A&A HK INDUSTRIAL LIMITED** Federal Rule of ROOM 615 6F 334-336 KWUN TONG RD HONG KONG Bankruptcy Procedure Date Stamped Copy Returned (FRBP) 2002(g) 1 No Self-Addressed Stamped Envelope No Copy Provided Contact phone (152-9462478) Contact phone Contact email Contact email 4. Does this claim amend ☐ No Yes. Claim number on court claims registry (if known) 649 one already filed? Do you know if anyone M No else has filed a proof

Claim Number: 12330

of claim for this claim?

☐ Yes. Who made the earlier filing?

18-23538-shl Doc 5494 Filed 10/23/19 Entered 10/23/19 17:32:14 Main Document Pg 32 of 45

Part 2: Give Information About the Claim as of the Date the Case Was Filed 6. Do you have any number ☐ No you use to identify the Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: debtor? 7. How much is the claim? Does this amount include interest or other charges? Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A). 8. What is the basis of the Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. claim? Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information. M No 9. Is all or part of the claim secured? Yes. The claim is secured by a lien on property. Nature of property: Real estate. If the claim is secured by the debtor's principal residence, file a Mortgage Proof of Claim Attachment (Official Form 410-A) with this Proof of Claim. ■ Motor vehicle Other. Describe: Basis for perfection: Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.) Value of property: Amount of the claim that is secured: Amount necessary to cure any default as of the date of the petition: Annual Interest Rate (when case was filed)____ Fixed Variable 10. Is this claim based on a lease? Yes. Amount necessary to cure any default as of the date of the petition. ☐ No 11. Is this claim subject to a right of setoff? ☐ Yes. Identify the property:

18-23538-shl Doc 5494 Filed 10/23/19 Entered 10/23/19 17:32:14 Main Document Pg 33 of 45

12. Is all or part of the claim	☑ No				
entitled to priority under 11 U.S.C. § 507(a)?	Yes. Check	cone:	Amount entitled to priority		
A claim may be partly priority and partly	Domest 11 U.S.	tic support obligations (including alimony and child support) under C. \S 507(a)(1)(A) or (a)(1)(B).	\$		
nonpriority. For example, in some categories, the law limits the amount entitled to priority.	Up to \$3 persons	2,850* of deposits toward purchase, lease, or rental of property or services for al, family, or household use. 11 U.S.C. § 507(a)(7).	\$		
, ,	bankrup	salaries, or commissions (up to \$12,850*) earned within 180 days before the otcy petition is filed or the debtor's business ends, whichever is earlier. C. § 507(a)(4).	\$		
	☐ Taxes o	or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$		
	☐ Contrib	utions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$		
	Other.	Specify subsection of 11 U.S.C. § 507(a)() that applies.	\$		
	* Amounts a	re subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after	the date of adjustment.		
3. Is all or part of the claim entitled to	□No		20, 710		
administrative priority pursuant to 11 U.S.C. § 503(b)(9)?	by the Debt which the g	te the amount of your claim arising from the value of any goods received tor within 20 days before the date of commencement of the above case, in goods have been sold to the Debtor in the ordinary course of such usiness. Attach documentation supporting such claim.	<u>\$ 284571-96,</u>		
Part 3: Sign Below					
The person completing this proof of claim must	Check the appro	opriate box:			
sign and date it. FRBP 9011(b).	I am the cre				
If you file this claim		editor's attorney or authorized agent. Istee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.			
electronically, FRBP 5005(a)(2) authorizes courts	I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.				
to establish local rules specifying what a signature		at an authorized signature on this <i>Proof of Claim</i> serves as an acknowledgment aim, the creditor gave the debtor credit for any payments received toward thed			
is. A person who files a	I have examined	the information in this <i>Proof of Claim</i> and have a reasonable belief that the info	ormation is true		
fraudulent claim could be fined up to \$500,000,	I declare under penalty of perjury that the foregoing is true and correct.				
imprisoned for up to 5	Executed on date				
years, or both. 18 U.S.C. §§ 152, 157, and		7			
3571.	Oth	Δ			
	Signature Print the name	of the person who is completing and signing this claim:			
	Name of the pe	rson who is completing and signing this claim:			
	Name	AGNIX LAW			
		First name Middle name Last name			
	Title	DIRECTOR			
	Company	A J A (HK) INDUTRIAL LM1750 Identify the corporate servicer as the company if the authorized agent is a servicer.			
	Address	ROOM 615, 6/F. 374-376 KWWN TONG ROAD, Number Street	KNW TONG. KOWL		
		Hanly Konly.			
		City State ZIP Code	@ aa + IV		
	Contact phone	352-140241)8 Email (1914)	€ aanet- com-hk		

18-23538-shl Doc 5494 Filed 10/23/19 Entered 10/23/19 17:32:14 Main Document United States Bankruptcy Court for the Southern Pister of New York

		· · · · = 0 · P(i - 32i P(i - 45) · · ·	
Fill in this informa	ition to identify the cas	se (Select only one Debto	r per claim form):
Sears Holdings Corporation (18-23538)	MaxServ, Inc. (18-23550)	Wally Labs LLC (18-23563)	Kmart of Michigan, Inc. (18-23576)
Sears, Roebuck and Co. (18-23537)	Private Brands, Ltd. (18-23551)	Big Beaver of Florida Development, LLC (18-23564)	SHC Desert Springs, LLC (18-23577)
Kmart Holding Corporation (18-23539)	Sears Development Co. (18-23552)	California Builder Appliances, Inc. (18-23565)	SOE, Inc. (18-23578)
Kmart Operations LLC (18-23540)	Sears Holdings Management Corporation (18-23553)	Florida Builder Appliances, Inc. (18-23566)	StarWest, LLC (18-23579)
Sears Operations LLC (18-23541)	Sears Home & Business Franchises, Inc. (18-23554)	KBL Holding Inc. (18-23567)	STI Merchandising, Inc. (18-23580)
ServiceLive, Inc. (18-23542)	Sears Home Improvement Products, Inc. (18-23555)	KLC, Inc. (18-23568)	Troy Coolidge No. 13, LLC (18-23581)
A&E Factory Service, LLC (18-23543)	Sears Insurance Services, L.L.C. (18-23556)	Sears Protection Company (Florida), L.L.C. (18-23569)	BlueLight.com, Inc. (18-23582)
A&E Home Delivery, LLC (18-23544)	Sears Procurement Services, Inc. (18-23557)	Kmart of Washington LLC (18-23570)	Sears Brands, L.L.C. (18-23583)
A&E Lawn & Garden, LLC (18-23545)	Sears Protection Company (18-23558)	Kmart Stores of Illinois LLC (18-23571)	Sears Buying Services, Inc. (18-23584)
A&E Signature Service, LLC (18-23546)	Sears Protection Company (PR) Inc. (18-23559)	Kmart Stores of Texas LLC (18-23572)	Kmart.com LLC (18-23585)
FBA Holdings Inc. (18-23547)	Sears Roebuck Acceptance Corp. (18-23560)	MyGofer LLC (18-23573)	Sears Brands Management Corporation (18-23586)
Innovel Solutions, Inc. (18-23548)	Sears, Roebuck de Puerto Rico, Inc. (18-23561)	Sears Brands Business Unit Corporation (18-23574)	
Kmart Corporation (18-23549)	SYW Relay LLC (18-23562)	Sears Holdings Publishing Company, LLC (18-23575)	

Modified Official Form 410

Proof of Claim

04/16

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense, other than a claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9). Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment. A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

P	art 1: Identify the C	laim				
1.	Who is the current creditor?	Vogue Tex (Pvt) Ltd. Name of the current creditor (the person or entity to be paid for this claim) Other names the creditor used with the debtor				
2.	Has this claim been acquired from someone else?	✓ No ☐ Yes. From whom?		_		
3.	Where should notices and payments to the	Where should notices to the creditor be sent?	Where shoul different)	d payments to the creditor be sent? (if		
	creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Vogue Tex (Pvt) Ltd. 190B Dutugemunu Street, Kohuwala, Nugegoda 10250 Sri Lanka		la 10250		
		Contact phone +94777741748 Contact email Stephen@voguetex.com	Contact phone Contact email	+94777741748 Stephen@Voguetex.com		
4.	Does this claim amend one already filed?	✓ No✓ Yes. Claim number on court claims registry (if known)		Filed on MM / DD / YYYY		
5.	Do you know if anyone else has filed a proof of claim for this claim?	✓ No ✓ Yes. Who made the earlier filing?				

18-23538-shl Doc 5494 Filed 10/23/19 Entered 10/23/19 17:32:14 Main Document Pg 35 of 45

6. Do you have any number you use to identify the debtor?	□ No □ Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: 6 4 5 3
7. How much is the claim?	\$\frac{53584.48}{\times \text{Does this amount include interest or other charges?}}\$ \text{No} \text{Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).}
8. What is the basis of the claim?	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information. Goods Sold
9. Is all or part of the claim secured?	No Yes. The claim is secured by a lien on property. Nature of property: Real estate. If the claim is secured by the debtor's principal residence, file a Mortgage Proof of Claim Attachment (Official Form 410-A) with this Proof of Claim. Motor vehicle Other. Describe: Basis for perfection: Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.) Value of property: Amount of the claim that is secured: (The sum of the secured and unsecured amounts should match the amount in line 7.) Amount necessary to cure any default as of the date of the petition: \$
10. Is this claim based on a lease?	Annual Interest Rate (when case was filed)% Fixed Variable
11. Is this claim subject to a right of setoff?	Yes. Amount necessary to cure any default as of the date of thepetition. No Yes. Identify the property:

Modified Form 410 Proof of Claim page 2

18-23538-shl Doc 5494 Filed 10/23/19 Entered 10/23/19 17:32:14 Main Document Pg 36 of 45

12.	Is all or part of the claim	V	No						
	entitled to priority under 11 U.S.C. § 507(a)?	Yes. Check one: Domestic support obligations (including alimony and child support) under					Amount entitled to priority		
	A claim may be partly priority and partly						\$		
	nonpriority. For example, in some categories, the law limits the amount entitled to priority.		Up to \$2 personal	,850* of deposits toward purcha, family, or household use. 11 L	ase, lease, or rental of J.S.C. § 507(a)(7).	of property o	r services for	\$	
	omice o promy.		bankrupt	salaries, or commissions (up to cy petition is filed or the debtor c. § 507(a)(4).	\$12,850*) earned wi's business ends, wh	ithin 180 day nichever is ea	s before the Irlier.	\$	
			☐ Taxes or	penalties owed to government	al units. 11 U.S.C. §	507(a)(8).		\$	
			☐ Contribut	tions to an employee benefit pla	an. 11 U.S.C. § 507(a	a)(5).		\$	
			Other. S	pecify subsection of 11 U.S.C.	§ 507(a)() tha	at applies.		\$	
			* Amounts are	subject to adjustment on 4/01/19 at	nd every 3 years after th	nat for cases be	egun on or after th	ne date of adjustment.	
13	Is all or part of the		No						
13.	claim entitled to			the emerint of very eleim or	iaina from the value	f -m.,	do roccived	\$53584.48	
	administrative priority pursuant to		by the Debto	the amount of your claim ar or within 20 days before the d	late of commencem	ent of the a	bove case, in	φ	
	11 U.S.C. § 503(b)(9)?		which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.						
Ρ	art 3: Sign Below								
	he person completing	Che	ck the approp	priate box:					
si	is proof of claim must gn and date it.	☑ I am the creditor.							
FI	RBP 9011(b).								
	you file this claim ectronically, FRBP			tee, or the debtor, or their authors	· ·				
	005(a)(2) authorizes courts								
	establish local rules becifying what a signature		I understand that an authorized signature on this <i>Proof of Claim</i> serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.						
	person who files a	I have examined the information in this <i>Proof of Claim</i> and have a reasonable belief that the information is true and correct.							
	audulent claim could be ned up to \$500,000,	I declare under penalty of perjury that the foregoing is true and correct.							
in	nprisoned for up to 5		Signature:						
	ears, or both. 3 U.S.C. §§ 152, 157, and		_	Stephen L Samraj (Oct 18, 2018)					
3	571.		Ema	il: Stephen@voguetex.co	OTTI				
		Drin	Signature	of the person who is completi	ng and signing this	claim:			
				son who is completing and si		Ciaiii.			
		Nam		Stephen Lourds Sam	ıraj				
		INAIII	ie	First name	Middle name		Last name		
		Title		Director					
		Com	pany	Vogue Tex (Pvt) Ltd.					
				Identify the corporate servicer as t	the company if the author	orized agent is	a servicer.		
		Addr	ess	190B Dutugemunu S	treet, Kohuwala	a			
				Number Street			10250		
				Nugegoda, Sri Lanka	l	State	10250 ZIP Code	_	
		Cont	act phone	+94777741748		Email		voguetex.com	
		-0111	p						

18-23538-shl Doc 5494 Filed 10/23/19 Entered 10/23/19 17:32:14 Main Document United States Bankruptcy Court for the Southern Pistrict of New York

		- PO 57 01:45 - 1	-
Fill in this informa	ation to identify the cas	e (Select only one Debto	r per claim form):
Sears Holdings Corporation	MaxServ, Inc.	Wally Labs LLC	Kmart of Michigan, Inc.
(18-23538)	(18-23550)	(18-23563)	(18-23576)
Sears, Roebuck and Co.	Private Brands, Ltd.	Big Beaver of Florida	SHC Desert Springs, LLC
(18-23537)	(18-23551)	Development, LLC (18-23564)	(18-23577)
Kmart Holding Corporation	Sears Development Co.	California Builder Appliances,	SOE, Inc.
(18-23539)	(18-23552)	Inc. (18-23565)	(18-23578)
Kmart Operations LLC	Sears Holdings Management	Florida Builder Appliances, Inc.	StarWest, LLC
(18-23540)	Corporation (18-23553)	(18-23566)	(18-23579)
Sears Operations LLC	Sears Home & Business	KBL Holding Inc.	STI Merchandising, Inc.
(18-23541)	Franchises, Inc. (18-23554)	(18-23567)	(18-23580)
ServiceLive, Inc.	Sears Home Improvement	KLC, Inc.	Troy Coolidge No. 13,
(18-23542)	Products, Inc. (18-23555)	(18-23568)	LLC (18-23581)
A&E Factory Service, LLC	Sears Insurance Services,	Sears Protection Company	BlueLight.com, Inc.
(18-23543)	L.L.C. (18-23556)	(Florida), L.L.C. (18-23569)	(18-23582)
A&E Home Delivery, LLC	Sears Procurement Services,	Kmart of Washington LLC	Sears Brands, L.L.C.
(18-23544)	Inc. (18-23557)	(18-23570)	(18-23583)
A&E Lawn & Garden, LLC	Sears Protection Company	Kmart Stores of Illinois LLC	Sears Buying Services,
(18-23545)	(18-23558)	(18-23571)	Inc. (18-23584)
A&E Signature Service, LLC	Sears Protection Company	Kmart Stores of Texas LLC	Kmart.com LLC
(18-23546)	(PR) Inc. (18-23559)	(18-23572)	(18-23585)
FBA Holdings Inc.	Sears Roebuck Acceptance	MyGofer LLC	Sears Brands Management
(18-23547)	Corp. (18-23560)	(18-23573)	Corporation (18-23586)
Innovel Solutions, Inc.	Sears, Roebuck de Puerto	Sears Brands Business Unit	
(18-23548)	Rico, Inc. (18-23561)	Corporation (18-23574)	
Kmart Corporation	SYW Relay LLC	Sears Holdings Publishing	
(18-23549)	(18-23562)	Company, LLC (18-23575)	

Modified Official Form 410

Proof of Claim

04/16

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense, other than a claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9). Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment. A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

P	Part 1: Identify the Claim						
1.	Who is the current creditor?	Vogue Tex (Pvt) Ltd Name of the current creditor (the person or entity to be paid for this claim) Other names the creditor used with the debtor					
2.	Has this claim been acquired from someone else?	✓ No ☐ Yes. From whom?					
3.	Where should notices and payments to the	Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)				
	creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Vogue Tex (Pvt) Ltd. 190B Dutugemunu Street, Kohuwala, Nugegoda 10250 Sri Lanka	Vogue Tex (Pvt) Ltd. 190B Dutugemunu Street, Kohuwala, Nugegoda 10250 Sri Lanka				
		Contact phone +94777741748 Contact email +Stephen@voguetex.com	Contact phone +94777741748 Contact email Stephen@voguetex.com				
4.	Does this claim amend one already filed?	□ No ☑ Yes. Claim number on court claims registry (if known)	Filed on 10/18/2018				
5.	Do you know if anyone else has filed a proof of claim for this claim?	✓ No ✓ Yes. Who made the earlier filing?					

18-23538-shl Doc 5494 Filed 10/23/19 Entered 10/23/19 17:32:14 Main Document Pg 38 of 45

6. Do you have any number you use to identify the debtor?	□ No □ Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: 6 4 5 3
7. How much is the claim?	\$\\\ 80055.36 \\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \
8. What is the basis of the claim?	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information. Goods Sold
9. Is all or part of the claim secured?	No Yes. The claim is secured by a lien on property. Nature of property: Real estate. If the claim is secured by the debtor's principal residence, file a Mortgage Proof of Claim Attachment (Official Form 410-A) with this Proof of Claim. Notor vehicle Other. Describe: Basis for perfection: Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.) Value of property: Amount of the claim that is secured: \$
	Amount necessary to cure any default as of the date of the petition: Annual Interest Rate (when case was filed)% Fixed Variable
10. Is this claim based on a lease?	✓ No Yes. Amount necessary to cure any default as of the date of thepetition. \$
11. Is this claim subject to a right of setoff?	✓ No Yes. Identify the property:

Modified Form 410 Proof of Claim page 2

18-23538-shl Doc 5494 Filed 10/23/19 Entered 10/23/19 17:32:14 Main Document Pg 39 of 45

12.	Is all or part of the claim	V	No						
	entitled to priority under 11 U.S.C. § 507(a)?	Yes. Check one: Domestic support obligations (including alimony and child support) under					Amount entitled to priority		
	A claim may be partly priority and partly						\$		
	nonpriority. For example, in some categories, the law limits the amount entitled to priority.	I	Up to \$2, personal,	850* of deposits toward purcha, family, or household use. 11 U	ase, lease, or rental of J.S.C. § 507(a)(7).	of property or	r services for	\$	
	Similes & pristry.	ĺ	bankrupt	salaries, or commissions (up to cy petition is filed or the debtor . § 507(a)(4).	\$12,850*) earned wi's business ends, wh	ithin 180 day iichever is ea	s before the Irlier.	\$	
		I	☐ Taxes or	penalties owed to government	al units. 11 U.S.C. §	507(a)(8).		\$	
		I	☐ Contribut	tions to an employee benefit pla	an. 11 U.S.C. § 507(a	a)(5).		\$	
		I	Other. Sp	pecify subsection of 11 U.S.C.	§ 507(a)() tha	at applies.		\$	
		*	* Amounts are	subject to adjustment on 4/01/19 a	nd every 3 years after th	nat for cases be	egun on or after th	ne date of adjustment.	
40	lo all an mant of the	П.							
13.	Is all or part of the claim entitled to							\$80055.36	
	administrative priority pursuant to	b	y the Debto	the amount of your claim ar r within 20 days before the d	late of commencem	ent of the a	bove case, in	\$	
	11 U.S.C. § 503(b)(9)?		which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.						
Р	art 3: Sign Below								
	he person completing	Chec	ck the approp	priate box:					
	nis proof of claim mustign and date it.	d	☑ I am the creditor.						
FI	RBP 9011(b).	☐ I am the creditor's attorney or authorized agent.							
	you file this claim ectronically, FRBP		The state of the s						
	005(a)(2) authorizes courts		I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.						
	establish local rules becifying what a signature		I understand that an authorized signature on this <i>Proof of Claim</i> serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.						
	person who files a	I have examined the information in this <i>Proof of Claim</i> and have a reasonable belief that the information is true and correct.							
	audulent claim could be ned up to \$500,000,	I declare under penalty of perjury that the foregoing is true and correct.							
in	nprisoned for up to 5 ears, or both.		Signature: <i>Stephen L Samraj</i>						
18	8 U.S.C. §§ 152, 157, and		Ema	il: Stephen@voguetex.co	om				
•									
			Signature the name o	of the person who is completi	ng and signing this	claim:			
		Nam	e of the pers	son who is completing and si	gning this claim:				
		Name	e	Stephen Lourds Sam	ıraj				
				First name	Middle name		Last name		
		Title		Director					
		Comp	oany	Vogue Tex (Pvt) Ltd.					
				Identify the corporate servicer as t	the company if the author	orized agent is	a servicer.		
		Addre	ess	190B Dutugemunu S	treet, Kohuwala	a			
				Nugegoda, Sri Lanka			10250		
				City	<u> </u>	State	ZIP Code		
		Conta	act phone	+94777741748	<u> </u>	Email	Stephen@	voguetex.com	

18-23538-shl Doc 5494 Filed 10/23/19 Entered 10/23/19 17:32:14 Main Document United States Bankruptcy Court for the Southern Pistrict of New York

Fill in this information	on to identify the case	(Select only one Debtor p	er claim form):	
Sears Holdings Corporation (18-23538)	Kmart Corporation (18-23549)	Sears, Roebuck de Puerto Rico, Inc. (18-23561)	MyGofer LLC (18-23573)	Kmart.com LLC (18-23585)
Sears, Roebuck and Co. (18-23537)	MaxServ, Inc. (18-23550)	SYW Relay LLC (18-23562)	Sears Brands Business Unit Corporation (18-23574)	Corporation (18-23586)
Kmart Holding Corporation (18-23539)	Private Brands, Ltd. (18-23551)	Wally Labs LLC (18-23563)	Sears Holdings Publishing Company, LLC (18-23575)	
Kmart Operations LLC (18-23540)	Sears Development Co. (18-23552)	Big Beaver of Florida Development, LLC (18-23564)	Kmart of Michigan, Inc. (18-23576)	SHC Promotions LLC (18-23630)
Sears Operations LLC (18-23541)	Sears Holdings Management Corporation (18-23553)	California Builder Appliances, Inc. (18-23565)	SHC Desert Springs, LLC (18-23577)	SRe Holding Corporation (19-22301)
ServiceLive, Inc. (18-23542)	Sears Home & Business Franchises, Inc. (18-23554)	Florida Builder Appliances, Inc. (18-23566)	SOE, Inc. (18-23578)	
A&E Factory Service, LLC (18-23543)	Sears Home Improvement Products, Inc. (18-23555)	KBL Holding Inc. (18-23567)	StarWest, LLC (18-23579)	
A&E Home Delivery, LLC (18-23544)	Sears Insurance Services, L.L.C. (18-23556)	KLC, Inc. (18-23568)	STI Merchandising, Inc. (18-23580)	
A&E Lawn & Garden, LLC (18-23545)	Sears Procurement Services, Inc. (18-23557)	Sears Protection Company (Florida), L.L.C. (18-23569)	Troy Coolidge No. 13, LLC (18-23581)	
A&E Signature Service, LLC (18-23546)	Sears Protection Company (18-23558)	Kmart of Washington LLC (18-23570)	BlueLight.com, Inc. (18-23582)	
FBA Holdings Inc. (18-23547)	Sears Protection Company (PR) Inc. (18-23559)	Kmart Stores of Illinois LLC (18-23571)	Sears Brands, L.L.C. (18-23583)	
Innovel Solutions, Inc. (18-23548)	Sears Roebuck Acceptance Corp. (18-23560)	Kmart Stores of Texas LLC (18-23572)	Sears Buying Services, Inc. (18-23584)	

Proof of Claim

04/16

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense, other than a claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9). Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment. A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

F	Part 1: Identify the Claim						
1.	Who is the current creditor?	Vogue Tex (Pvt) Ltd. Name of the current creditor (the person or entity to be paid for this cla Other names the creditor used with the debtor	•				
2.	Has this claim been acquired from someone else?	☑ No ☐ Yes. From whom?		_			
3.	Where should notices and payments to the	Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)				
	reditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Vogue Tex (Pvt) Ltd. 190B Dutugemunu Street, Kohuwala, Nugegoda 10250, Sri Lanka	-	la 10250,			
		Contact phone +94777741748 Contact email Sephen@voguetex.com	Contact phone Contact email	+94777741748 Stephen@voguetex.com			
4.	Does this claim amend one already filed?	✓ No✓ Yes. Claim number on court claims registry (if known)		Filed on			
5.	Do you know if anyone else has filed a proof of claim for this claim?	✓ No Yes. Who made the earlier filing?					

18-23538-shl Doc 5494 Filed 10/23/19 Entered 10/23/19 17:32:14 Main Document Pg 41 of 45

6. Do you have any number you use to identify the debtor?	No ✓ Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: 6 4 5 4
7. How much is the claim?	\$\frac{173158.40}{\times \text{ No}}\$. Does this amount include interest or other charges? ▼ No ▼ Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).
8. What is the basis of the claim?	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or creditcard. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information. Goods Sold
9. Is all or part of the claim secured?	No Yes. The claim is secured by a lien on property. Nature of property: Real estate. If the claim is secured by the debtor's principal residence, file a Mortgage Proof of Claim Attachment (Official Form 410-A) with this Proof of Claim. Motor vehicle Other. Describe: Basis for perfection: Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.) Value of property: \$ Amount of the claim that is secured: \$
	Amount of the claim that is unsecured: \$(The sum of the secured and unsecured amounts should match the amount in line 7.)
	Amount necessary to cure any default as of the date of the petition: \$ Annual Interest Rate (when case was filed)%
	☐ Fixed ☐ Variable
10. Is this claim based on a lease?	✓ No Yes. Amount necessary to cure any default as of the date of thepetition. \$
11. Is this claim subject to a right of setoff?	✓ No Yes. Identify the property:

Modified Form 410 Proof of Claim page 2

18-23538-shl Doc 5494 Filed 10/23/19 Entered 10/23/19 17:32:14 Main Document Pg 42 of 45

12. Is all or part of the claim entitled to priority under	☑ No ☐ Yes. Check	one:			Amount outilled to uniquity		
11 U.S.C. § 507(a)? A claim may be partly	☐ Domesti	c support obligations (including	g alimony and child s	support) under	Amount entitled to priority		
priority and partly nonpriority. For example,		C. § 507(a)(1)(A) or (a)(1)(B).	1		Ψ		
in some categories, the law limits the amount entitled to priority.	persona	,850* of deposits toward purch , family, or household use. 11	u.s.c. § 507(a)(7).	of property or services for	\$		
Similar to priority.	bankrup	salaries, or commissions (up to to petition is filed or the debto 0. § 507(a)(4).	o \$12,850*) earned v r's business ends, w	within 180 days before the hichever is earlier.	\$		
	☐ Taxes o	penalties owed to governmen	tal units. 11 U.S.C.	§ 507(a)(8).	\$		
	☐ Contribu	tions to an employee benefit p	lan. 11 U.S.C. § 507	′(a)(5).	\$		
	Other. S	pecify subsection of 11 U.S.C.	§ 507(a)() th	hat applies.	\$		
	* Amounts are	subject to adjustment on 4/01/19 a	and every 3 years after	that for cases begun on or after	r the date of adjustment.		
13. Is all or part of the claim entitled to	□No						
administrative priority	Yes. Indicat	e the amount of your claim a or within 20 days before the o	rising from the valu	ue of any goods received	\$ 173158.40		
pursuant to 11 U.S.C. § 503(b)(9)?	which the g	pods have been sold to the C siness. Attach documentatio	Debtor in the ordina	ary course of such	ı		
Part 3: Sign Below							
The person completing this proof of claim must sign and date it. FRBP 9011(b).	Check the appro		gent.				
If you file this claim	I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.						
electronically, FRBP 5005(a)(2) authorizes courts	☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.						
to establish local rules specifying what a signature	I understand that an authorized signature on this <i>Proof of Claim</i> serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.						
is. A person who files a	I have examined the information in this <i>Proof of Claim</i> and have a reasonable belief that the information is true and correct.						
fraudulent claim could be fined up to \$500,000,	I declare under penalty of perjury that the foregoing is true and correct.						
imprisoned for up to 5 years, or both.	Signature: Stephen L Samvaj						
18 U.S.C. §§ 152, 157, and 3571.	Ema	iil: Stephen@voguetex.c	om				
	Signature						
		of the person who is complet son who is completing and s		is claim:			
	Name	Stephen Lourds Sam	nraj				
		First name	Middle name	Last name			
	Title	Director					
	Company	Vogue Tex (pvt) Ltd. Identify the corporate servicer as	the company if the aut	horized agent is a servicer.			
		190B Dutugemunu S	Street Kohuwa	la			
	Address	Number Street	A COL, ROHUWA	iu,			
		Nugegoda, Sri Lanks	5	10250	_		
	_	City +94777741748		State ZIP Code Stepher	n@voguetex.com		
	Contact phone	.04111141140	<u> </u>	Email Stepher	To voguetex.com		

18-23538-shl Doc 5494 Filed 10/23/19 Entered 10/23/19 17:32:14 Main Document United States Bankruptcy Court for the Southern Pistrict of New York

5 m 25 5						
Fill in this informa	ation to identify the cas	e (Select only one Debto	r per claim form):			
Sears Holdings Corporation (18-23538)	MaxServ, Inc. (18-23550)	Wally Labs LLC (18-23563)	Kmart of Michigan, Inc. (18-23576)			
Sears, Roebuck and Co. (18-23537)	Private Brands, Ltd. (18-23551)	Big Beaver of Florida Development, LLC (18-23564)	SHC Desert Springs, LLC (18-23577)			
Kmart Holding Corporation (18-23539)	Sears Development Co. (18-23552)	California Builder Appliances, Inc. (18-23565)	SOE, Inc. (18-23578)			
Kmart Operations LLC (18-23540)	Sears Holdings Management Corporation (18-23553)	Florida Builder Appliances, Inc. (18-23566)	StarWest, LLC (18-23579)			
Sears Operations LLC (18-23541)	Sears Home & Business Franchises, Inc. (18-23554)	KBL Holding Inc. (18-23567)	STI Merchandising, Inc. (18-23580)			
ServiceLive, Inc. (18-23542)	Sears Home Improvement Products, Inc. (18-23555)	KLC, Inc. (18-23568)	Troy Coolidge No. 13, LLC (18-23581)			
A&E Factory Service, LLC (18-23543)	Sears Insurance Services, L.L.C. (18-23556)	Sears Protection Company (Florida), L.L.C. (18-23569)	BlueLight.com, Inc. (18-23582)			
A&E Home Delivery, LLC (18-23544)	Sears Procurement Services, Inc. (18-23557)	Kmart of Washington LLC (18-23570)	Sears Brands, L.L.C. (18-23583)			
A&E Lawn & Garden, LLC (18-23545)	Sears Protection Company (18-23558)	Kmart Stores of Illinois LLC (18-23571)	Sears Buying Services, Inc. (18-23584)			
A&E Signature Service, LLC (18-23546)	Sears Protection Company (PR) Inc. (18-23559)	Kmart Stores of Texas LLC (18-23572)	Kmart.com LLC (18-23585)			
FBA Holdings Inc. (18-23547)	Sears Roebuck Acceptance Corp. (18-23560)	MyGofer LLC (18-23573)	Sears Brands Management Corporation (18-23586)			
Innovel Solutions, Inc. (18-23548)	Sears, Roebuck de Puerto Rico, Inc. (18-23561)	Sears Brands Business Unit Corporation (18-23574)				
Kmart Corporation (18-23549)	SYW Relay LLC (18-23562)	Sears Holdings Publishing Company, LLC (18-23575)				

Modified Official Form 410

Proof of Claim

04/16

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense, other than a claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9). Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment. A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

F	Part 1: Identify the Claim						
1.	Who is the current creditor?	Vogue Tex (Pvt) Ltd. Name of the current creditor (the person or entity to be paid for this claim) Other names the creditor used with the debtor					
2.	Has this claim been acquired from someone else?	✓ No ☐ Yes. From whom?		_			
3.	Where should notices and payments to the	Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)				
	reditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Vogue Tex (Pvt) Ltd. 190B Dutugemunu Street, Kohuwala, Nugegoda 10250, Sri Lanka.	•	la 10250,			
		Contact phone +94777741748 Contact email Stephen@voguetex.com	Contact phone	+94777741748 Stephen@voguetex.com			
4.	Does this claim amend one already filed?	✓ No✓ Yes. Claim number on court claims registry (if known)		Filed on MM / DD / YYYY			
5.	Do you know if anyone else has filed a proof of claim for this claim?	✓ No ☐ Yes. Who made the earlier filing?					

18-23538-shl Doc 5494 Filed 10/23/19 Entered 10/23/19 17:32:14 Main Document Pg 44 of 45

6. Do you have any number you use to identify the debtor?	No Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: 6 4 5 3							
7. How much is the claim?	Solution Does this amount include interest or other charges? No Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).							
8. What is the basis of the claim?	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information. Goods Sold							
9. Is all or part of the claim secured?	No Yes. The claim is secured by a lien on property. Nature of property: Real estate. If the claim is secured by the debtor's principal residence, file a Mortgage Proof of Claim Attachment (Official Form 410-A) with this Proof of Claim. Motor vehicle Other. Describe: Basis for perfection: Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.) Value of property: \$							
	Amount of the claim that is secured: \$ Amount of the claim that is unsecured: \$(The sum of the secured and unsecured amounts should match the amount in line 7.)							
	Amount necessary to cure any default as of the date of the petition: \$ Annual Interest Rate (when case was filed)%							
	☐ Fixed ☐ Variable							
10. Is this claim based on a lease?	✓ No Yes. Amount necessary to cure any default as of the date of thepetition. \$							
11. Is this claim subject to a right of setoff?	✓ No ☐ Yes. Identify the property:							

Modified Form 410 Proof of Claim page 2

18-23538-shl Doc 5494 Filed 10/23/19 Entered 10/23/19 17:32:14 Main Document Pg 45 of 45

12.	Is all or part of the claim	☑ No								
	entitled to priority under 11 U.S.C. § 507(a)?		Yes. <i>Check</i> o	one:				Amount entitled to priority		
	A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.	Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).					\$			
		Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).						\$		
	Cimica to priority.	Į	bankrupto	salaries, or commissions (up to \$12,850*) earned within 180 days before the tcy petition is filed or the debtor's business ends, whichever is earlier. C. § 507(a)(4). To penalties owed to governmental units. 11 U.S.C. § 507(a)(8).			\$			
		[☐ Taxes or					\$		
		☐ Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). ☐ Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.						\$		
								\$		
		*	* Amounts are	subject to adjustment on 4/01/19 a	nd every 3 years after th	at for cases be	egun on or after th	ne date of adjustment.		
40	le all an mant of the	· <u> </u>								
13. Is all or part of the claim entitled to administrative priority pursuant to		No						_{\$} 61615.62		
		Yes. Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in						\$_0.0.002		
	11 U.S.C. § 503(b)(9)?	which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.								
Ρ	art 3: Sign Below									
	he person completing	Chec	ck the approp	priate box:						
	is proof of claim must gn and date it.	d 1	I am the cred							
F	RBP 9011(b).	I am the creditor's attorney or authorized agent.								
	you file this claim lectronically, FRBP 005(a)(2) authorizes courts	I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.								
			I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.							
	establish local rules becifying what a signature		I understand that an authorized signature on this <i>Proof of Claim</i> serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.							
	person who files a	I have examined the information in this <i>Proof of Claim</i> and have a reasonable belief that the information is true and correct.								
	audulent claim could be ned up to \$500,000,	I declare under penalty of perjury that the foregoing is true and correct.								
imprisoned for up to 5 years, or both.		Signature: <u>Stephen L Samraj</u>								
18	3 U.S.C. §§ 152, 157, and		Emai	il: Stephen@voguetex.co	om					
•										
	Signature Print the name of the person who is completing and signing this claim:									
Name of the person who is completing and signing this claim:										
Name Stephen Lourds Samraj										
				First name	Middle name		Last name			
		Title		Director						
Company Vogue Tex (Pvt) Ltd.										
Identify the corporate servicer as the company if the authorized agent is a servicer.										
Address 190B Dutugemunu Street, Kohuwala										
				Number Street			10250			
				Nugegoda, Sri Lanka		State	10250 ZIP Code	_		
		Conta	act phone	+94777741748		Email		voguetex.com		
		Joina								